



HUA YIN INTERNATIONAL HOLDINGS LIMITED

華音國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 989)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____ of _____ ^(note 1)

being the holders of _____ ^(note 2) ordinary shares of HK\$0.05 each in the share capital of HUA YIN INTERNATIONAL HOLDINGS LIMITED (the “Company”), HEREBY APPOINT ^(note 3) the chairperson of the special general meeting of the Company, or _____ of _____

or failing him/her, _____ of as my/our proxy to attend and act for me/us at the special general meeting (or any adjournment thereof) to be held at 24/F, OfficePlus @ Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong on Tuesday, 16 July 2024 at 3:00 p.m. (“SGM”) to consider and, if thought fit, pass the resolutions as set out in the notice convening the SGM and at the SGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
1.	<p>“THAT subject to the fulfilment of the terms and conditions set out in the loan capitalisation agreement dated 25 April 2024 (the “Loan Capitalisation Agreement”) (a copy of which has been produced to the SGM and marked “A” and initialled by the chairman of the SGM for the purpose of identification) entered into between the Company and Ground Investment Holdings Group (Hong Kong) Co., Limited as subscriber (the “Subscriber”) pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditionally agreed to subscribe for an aggregate of 5,060,000,000 new shares of the Company (the “Capitalisation Share(s)”) at the subscription price of HK\$0.05 per Capitalisation Share (the “Capitalisation Price”):-</p> <p>(a) the Loan Capitalisation Agreement and the matters contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) all the transactions contemplated under the Loan Capitalisation Agreement, including but not limited to the specific mandate to allot and issue the Capitalisation Shares by the Company to the Subscriber pursuant to the Loan Capitalisation Agreement (the “Specific Mandate”), be and are hereby approved and the Directors be and are hereby authorised to allot and issue the Capitalisation Shares to the Subscriber pursuant to the Loan Capitalisation Agreement; and</p> <p>(c) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Loan Capitalisation Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”</p>		

	SPECIAL RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
2.	<p>“THAT</p> <p>(a) subject to the granting of the Whitewash Waiver (as defined below) by the executive director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the executive director and any conditions that may be imposed thereon, the waiver of obligation on the part of the Subscriber to make a mandatory general offer to shareholders of the Company for all the issued shares of the Company not already owned or agreed to be acquired by the Subscriber and any parties acting in concert with it which might otherwise arise as a result of the Subscriber subscribing for the Capitalisation Shares under the Loan Capitalisation Agreement pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Whitewash Waiver”), be and is hereby approved; and</p> <p>(b) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Whitewash Waiver and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”</p>		

Date: _____

Signature(s) ^(note 5): _____

Notes:

1. Please insert full name(s) and address(es) in **block capitals**.
2. Please indicate clearly the number of the shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
3. Where the proxy appointed is not the Chairman of the SGM, please cross out “the chairman of the special general meeting of the Company, or”, and fill in the name(s) and address(es) of the proxy in the space provided. Each shareholder is entitled to appoint one proxy to attend and vote at the meeting on his behalf. The proxy needs not be a member of the Company but must attend the SGM in person to represent you. The person who signs this proxy form shall initial against any alteration in it.
4. **Important: if you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick any box will entitle your proxy to cast your vote at his discretion.**
5. This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the corporate seal or under the hand of the chairman of its board of directors or attorney duly authorised in writing. Any alteration made to this proxy form must be initialled by the person(s) who sign it.
6. To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited, in case of those members registered on the principal register: at the office of the Company’s principal share registrar, MUFG Fund Services (Bermuda) Limited, c/o Suntera Corporate Services Limited at 18/F, On Building, 162 Queen’s Road Central, Central, Hong Kong and in case of those members registered on the Hong Kong branch register: at the office of the Company’s Hong Kong branch share registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM (i.e. no later than Sunday, 14 July 2024 at 3:00 p.m. (Hong Kong time)) or any adjournment thereof. Completion and delivery of this form will not preclude you from attending and voting at the SGM if you wish.
7. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. The description of the resolutions in this form is by way of summary only. Please refer to the notice of the SGM dated 29 June 2024 convening the SGM for the full text of these resolutions.